

11CMA03

LETTER OF UNDERSTANDING

Dear Clay County:

As you may be aware, Plexis Group, L.L.C. has been acquired by Manatron Inc. Manatron has accepted Assignment of all current Plexis contractual commitments. As a result of this, please find below details regarding how Manatron intends to honor your existing Plexis contract.

RECITALS:

WHEREAS, the Plexis Group, L.L.C. ("Plexis") and Clay County, Indiana ("Client") are both parties to a Sales Agreement ("Agreement") and Addendum dated April 15, 2002 and Amended on April 15, 2002,

And,

WHEREAS, Plexis has been acquired by Manatron Inc., and assigned its interest in the Agreement to Manatron under Article 2.10(1),

And,

WHEREAS, pursuant to the Assignment, Manatron Inc. intends to honor the commitments of the Agreement under the terms below,

NOW THEREFORE,

Clay County, Indiana understands and accepts the following terms of the Assignment:

- 1). Manatron is discontinuing the Plexis eCAMA product. The client will be provided the Manatron ProVal CAMA system as a replacement. The software licensing and conversion for the product migration to ProVal will be provided to the Client at no cost.
- 2). The Client agrees to pay \$20,000 in Training/Professional Service fees to Manatron for the system upgrade. This fee is intended to cover 120 hours of training, as well as installation of Proval Plus Software on the counties hardware.
- 3). Support pricing contained in the original Plexis Group Agreement will be increased by 5%.

All other terms and conditions of the Agreement shall remain in effect, and shall be honored by Manatron. Please indicate your acceptance of these terms in the appropriate space provided below. Thank you very much, and Manatron looks forward to our relationship with you.

Very truly yours,

Paul Sylvester
President and CEO
Manatron Inc.

Acceptance: I the undersigned do acknowledge that I am duly authorized to make legally binding commitments for CLAY COUNTY, Indiana, and agree to the terms stated herein.

Signature: [Signature]
Printed Name: ARON ROYER
Title: CLAY COUNTY ASSESSOR
Date: 2/6/06